

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	:	<b>Chapter 11</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (RDD)</b>
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
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**ORDER DENYING MOTION OF SANTA ROSA MALL, LLC  
FOR RELIEF FROM THE AUTOMATIC STAY**

Upon the motion, dated January 7, 2020 (ECF No. 6317) (the “**Motion**”)<sup>2</sup> of Santa Rosa Mall, LLC (“**Santa Rosa**”) in the above-captioned chapter 11 cases of Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 362(d) of title 11 of the United States Code (the “**Bankruptcy Code**”) requesting relief from the automatic stay in effect in this case under

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

section 362(a) of the Bankruptcy Code to pursue litigation against certain underwriters, all as more fully set forth in the Motion; and upon the Debtors' objection to the Motion, dated February 10, 2020 (ECF No. 7211) (the "**Debtors' Objection**"); and upon the declaration of Dale Menendez in support of the Debtors' Objection, dated February 18, 2020 (ECF No. 7297); and upon Santa Rosa's reply to the Debtors' Objection, dated February 20, 2020 (ECF No. 7311); and upon Santa Rosa's statement certifying compliance, dated February 21, 2020 (ECF No. 7326); and upon Santa Rosa's supplemental brief filed at the request of the Court, dated March 27, 2020 (ECF No. 7531) (the "**Supplemental Brief**"); and upon Santa Rosa's notice of errata, dated April 6, 2020 (ECF No. 7785); and upon the Debtors' limited response to the Supplemental Brief, dated April 16, 2020 (ECF No. 7823) (the "**Debtors' Limited Response**"); and upon Santa Rosa's reply to the Debtors' Limited Response, dated April 20, 2020 (ECF No. 7834); and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of the hearings held by the Court on the Motion on February 24, 2020 and April 23, 2020 (collectively, the "**Hearings**") and all of the proceedings related thereto; and after due deliberation and for the reasons stated by the Court in its bench rulings at the hearing at the Hearings;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is denied.

2. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: April 30, 2020  
White Plains, New York

*/s/Robert D. Drain*

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE